

Degree programme	Type	Course
Enterprise Law	OP	1

Contact lecturer

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Group languages

You can consult this information at the [end](#) of the document.

Prerequisites

There are not previous requirements.

Objectives

To reach a specialized knowledge in some specific subjects of civil and international private law linked to business.

Learning outcomes

- CA14 (Work autonomously and in groups to take relevant decisions in the civil and private international legal fields.) Work autonomously and in groups to take relevant decisions in the civil and private international legal fields.
- KA17 (Identify the legal principles for the protection of consumers and providers in digital environments.) Identify the legal principles for the protection of consumers and providers in digital environments.
- KA18 (Analyse the civil liability of corporate directors in the commercial field.) Analyse the civil liability of corporate directors in the commercial field.
- KA19 (Outline international procurement systems, general aspects and conflict resolution.) Outline international procurement systems, general aspects and conflict resolution.
- KA20 (Describe the private international law regime for international trade contracts.) Describe the private international law regime for international trade contracts.
- SA19 (Apply legal principles and negotiation techniques in the resolution of conflicts arising from civil and private international law in the business field.) Apply legal principles and negotiation techniques in the resolution of conflicts arising from civil and private international law in the business field.

- SA20 (Resolve complex civil and private international law legal issues related to business activity.)
Resolve complex civil and private international law legal issues related to business activity.
- SA21 (Use digital legal sources and drafting techniques to create civil and international contracts appropriate to transnational business contexts.) Use digital legal sources and drafting techniques to create civil and international contracts appropriate to transnational business contexts.

Contents

Civil law is focus on some specific issues related to business, such as the protection of consumers, the responsibility of service providers in the society of the information, the civil liability of the directors of commercial companies, the responsibility for defective products or services, as well as corporate responsibility for acts of their dependents.

LESSON 1. Business and consumer protection.

1. Concept of consumer
2. The Directive on consumer rights of 2011. Analysis and study of its content.
3. The Directive 2019/771/EU on the guarantees of the consumer sales.

LESSON 2. E-Commerce. Liability of information society service providers.

1. E-Commerce.

Value of the offer. Invitation to make offers and advertising.

3. Consumer's right to information in electronic contracting.
4. Service providers of the information society.
5. Liability of the information society service providers.

LESSON 3. Business liability for the production of defective goods.

1. Civil liability for damages caused by goods and services.

2. Liability for defective products.

3. Liability regimes.

4. Analysis of the evolution of case law.

LESSON 4. The liability of directors.

1. Introduction. Legislative antecedents. Subjective extension.

2. Joint liability. Causes of exoneration.

3. The social action of liability. Concept and standing.

4. The individual action of liability. Concept. Preconditions. Standing.

5. The joint and several liability of the directors. Enforceability requirements. Subjective scope of liability.

Regarding private international law, the aim of this course is to deal with some general aspects of international contracts, an introduction to dispute resolution and to the criteria for determining the law applicable to international contracts, and also concrete issues relating to specific international contracts (sale of goods, provision of services, employment contracts or consumer contracts). The detailed content of the part of the program corresponding to private international law (hereafter, PRIL) is as follows:

Lesson 1: international contracts: general aspects and dispute resolution

1.1. The international context and the responses of private international law to legal division and plurality of sources:

1.1.1. Some preliminary aspects: the distinction between the approaches of public international law and private international law to international trade. Public law and private law in international trade. Private-law approach

adopted in this course.

1.1.2. Identification of the problems that PRIL deals with: international jurisdiction, conflicts of laws, recognition of foreign decisions and cooperation between authorities of different States.

1.1.3. The sources of PRIL: State norms, international conventions, norms of the European Union. Self-regulation by the merchants: trade usages (lex mercatoria).

1.1.4. The characterization problem: distinction between contractual and non-contractual liability cases. The general rule of characterization according to the law of the forum. Autonomous characterization. Examples.

1.2. Dispute resolution in international trade:

1.2.1. Means of dispute resolution alternative to the courts of a State: conciliation, mediation and arbitration (this matter won't be analysed given that other subject of this Master deals with them).

1.2.2. State courts (1): problems of international jurisdiction in the field of contracts. "International" jurisdiction versus "territorial" jurisdiction. The system provided for in EU Regulation 1215/2012: criteria for its applicability, general rule and exceptions to it (exclusive competences, forum choice agreements, special rules regarding contracts). The special regime envisaged for "weak party" contracts (labour and consumers): protective rules for the weak party and limitation of forum choice agreements.

1.2.3. State courts (2): the recognition of judicial decisions issued in other countries.

1.3. The law applicable to international contracts:

1.3.1. Approach from two possible scenarios: when the case has been submitted to arbitration or when it is decided by a State jurisdiction.

1.3.2. Types of rules governing international contracts: rules of uniform law. Rules of conflict of laws (bilateral or unilateral). The "Overriding mandatory provisions". Usages of international trade. Clauses agreed by the parties and "incorporation by reference".

1.3.3. Relations between the different types of rules.

1.3.4. The law applicable to international contracts according to EU Regulation 593/2008: choice of the applicable law by the parties. Types of clauses and effects. Ascertainment of the applicable law in the absence of choice by the parties.

Lesson 2: some specific contracts, from the perspective of private international law of the European Union

2.1. International sale of goods. Determination of international jurisdiction and applicable law. Interplay between EU Regulation 593/2008, on the law applicable to contractual obligations, and the Vienna Convention of 4-11-1980, on the international sale of goods.

2.2. International contracts for the provision of services. Ascertainment of international jurisdiction and applicable law (agency and distribution)

2.3. Consumer contracts and employment contracts. International jurisdiction. Determination of the applicable law.

Main legal texts of private international law to be used during the course:

- EU Regulation 1215/2012, of 12 December 2012, on jurisdiction and recognition and enforcement of judgments in civil and commercial matters.
- Law 29/2015, of 30 July 2015, on international legal cooperation in civil matters.
- EU Regulation 593/2008, of 17 June 2008, on the law applicable to contractual obligations.
- Vienna Convention of 11-4-1980 on the international sale of goods.

Any possible changes will be communicated when the classes of this module begin.

Learning activities and methodology

Title	Hours	ECTS	Learning outcomes
Resolution of exercises	9	0.36	
Lecturing	36	1.44	
Personal study	59	2.36	

As far as private international law is concerned, the teacher's explanations will combine with comments or

questions by the students. The teacher will hand practical cases to the students, which they should resolve in writing, in the classroom or at home, depending on the indications of the teacher in each case. Afterwards these cases shall be discussed orally in class. Due to the limited time available, the aim of the classes will be to provide a general overview of the topics treated, so students are expected to complete these classes reading the relevant legal texts, case law and bibliography.

In relation to Civil law, it includes master classes, problem solving classes / cases / exercises, classroom practices, problem-based learning, debates and oral presentation / presentation of works, tutorials, work preparation, personal study, activities practices and reading of articles and reports of interest and others proposed by the teaching staff at the beginning of the course in order to guarantee that the student assumes the competences and expected learning results.

Annotation: within the schedule set by the centre or degree programme, 15 minutes of one class will be reserved for students to evaluate their lecturers and their courses or modules through questionnaires.

Assessment

Continuous assessment activities

Title	Weight	Hours	ECTS	Learning outcomes
Attendance and active participation in class	20%	32	1.28	CA14, SA19
Theory and practicas tests	50%	4	0.16	KA17, KA18, KA19, KA20, SA20
Assignments	30%	10	0.4	CA14, SA19, SA20, SA21

1. Evaluation

The final grade of the module of Private International Law and Civil Law will result from several activities:

1.1. Attendance and active participation in class: 20% of the final grade. 10% for the attendance and active participation in the Private International Law classes and the other 10% for the attendance and participation in the Civil Law classes. Attendance will be controlled by asking oral questions in class and the attendance control.

1.2. Theoretical/practical/synthesis tests: 50% of the final grade. Students will be examined in each subject of the module by tests, the format of which will be determined at the appropriate time. Therefore, the Private International Law exam will be valued at 25% of the final grade and the Civil Law exam at 25% of the final grade. Attendance at the exam is mandatory. Not attending the final exam means having to take the re-evaluation exam, as long as the student fulfills the conditions for the re-evaluation in section 2.1. If the student does not attend the re-evaluation exam, the grade of the subject will be "not evaluable".

1.3. Practice in the classroom: 30% of the final grade. During the presential classes, evaluable practical activities will be carried out. The practices of Private International Law will be valued at 15% of the final grade and the practices of Civil Law will be valued at 15% of the final grade.

The final grade of the module of Private International Law and Civil Law will be the average grade resulting from the computation of the grades obtained in all the evaluable activities.

The date of the exam of each subject will be determined at the appropriate time and will be communicated to students with sufficient notice, and may not be modified, unless there are objective reasons that justify it (art. 15 of the academic regulations of the UAB).

Once the final grade of the module has been communicated, students may request a review of the evaluable activities in accordance with the provisions of art. 114 of the academic regulations of the UAB, and without detriment to their right to challenge the grade.

2. Re-evaluation

2.1. The re-evaluation is intended for students who have obtained a final grade lower than 5 points adding up all the evaluable activities, but higher than 3 points.

2.2. The re-evaluation will consist of an exam with a similar format to the final exam of each subject of the module.

2.3. Students who have to be reevaluated will only keep the grade obtained for attendance and active participation in class, which will be averaged with the grade of the reevaluation exam.

The date of the re-evaluation exam will be set and communicated at the appropriate time. Within the framework of the re-evaluation, students may also request a review of their grades.

Without prejudice to the possibility of using other media by the faculty, in any case, the grades will be communicated to students through the virtual campus space of the subject of the UAB.

3. Evaluación Única / Avaluació Única

The students have the possibility of opting for the Evaluación Única / Avaluació Única according to the requirements and conditions established in the academic regulations. It implies the delivery on a single date of the necessary number of evaluative evidences to accredit and guarantee the achievement of the objectives and learning outcomes.

The Evaluación Única / Avaluació Única consists of the following tests: an exam of theoretical knowledge of the subject program (50%) + written practical activities (50%). The number of practical activities will be the same as those carried out by the rest of the students during the course.

The teachers responsible for the corresponding subjects will be in charge of explaining the specific content of each of these tests.

The exam will take place on the officially set date and the practices will be delivered on the same day.

4. Re-evaluation procedure:

The re-evaluation will consist of a specific theoretical exam. The students will take an exam on the entire subject program. The final grade of the subject will be the one obtained in this exam. The exam will take place on the officially set date.

5. USE OF AI

Restricted use

In this course, the use of artificial intelligence (AI) technologies is permitted exclusively for support tasks, such as bibliographic or information searches, text correction, or translation, among others. Students must clearly

identify which parts have been generated using this technology, specify the tools used, and include a critical reflection on how these tools have influenced both the process and the final outcome of the assignment. Failure to disclose the use of AI in this assessed activity will be considered a breach of academic integrity and may result in a partial or complete penalty in the grade awarded for the activity, as well as more serious sanctions in particularly severe cases.

Bibliography

Private International Law

A) Main recommended titles:

- J.C. Fernández Rozas, R. Arenas García and P.A. de Miguel Asensio. *Derecho de los negocios internacionales*, Iustel. Madrid. Last edition.
- C. Esplugues Mota (dir.), *Derecho del comercio internacional*, Tirant lo Blanch, Valencia. Last edition.

B) Other titles:

- J.C. Fernández Rozas and S. Sánchez Lorenzo, *Derecho internacional privado*, Civitas / Thomson Reuters, Madrid. Last edition.
- F.J. Garcimartín Alférez. *Derecho Internacional Privado*, Civitas / Thomson Reuters, Madrid. Last edition.
- A. Mazzoni and M.C. Malaguti, *Derecho del comercio internacional. Fundamentos y perspectivas*, Tirant lo Blanch, Valencia, 2021.
- Nichols, Paul, *Employment and Commercial Disputes: The International Aspects*, Bloomsbury, 2020.
- S. Sánchez Lorenzo (coord.). *Cláusulas en los contratos internacionales. Redacción y análisis*. Atelier. Barcelona, 2021.

Civil law

- Judith Solé Resina; M^a del Carmen Gete Alonso y Calera (Coordinadoras), *Derecho de obligaciones y contratos de Cataluña*, E. Atelier, 2021.
- Martin Ebers, *Obligaciones, contratos y protección del consumidor en el derecho de la Unión Europea y los estados miembros*, Ed. Olejnik, 2023.
- Lucía Vázquez-Pastor Jiménez, *Contratos de suministro de contenidos y servicios digitales*, Ed. Dykinson, 2023.
- Amanda Cohen Benchetrit; Alfonso Muñoz Paredes; Margarita Viñuelas Sanz, *Deberes de los administradores de las sociedades de capital*, Ed. Aranzadi / Civitas, 2023.

Software

The subject does not require any specific subject.

Course groups and languages

The information provided is provisional until November 30. After this date, you will be able to consult the language of each group through this [link](#). To access the information, you will need to enter the course CODE

Type of teaching	Group	Language	Semester	Shift
(TEm) Theory (master)	1	Spanish	second semester	afternoon

PROVISIONAL